

CECO ENVIRONMENTAL CORP
 Form 4
 December 09, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DEZWIREK JASON

2. Issuer Name and Ticker or Trading Symbol
 CECO ENVIRONMENTAL CORP
 [CECE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2300 YONGE STREET, SUITE 1710
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/08/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

TORONTO, A6 M4P 1E4

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					1,377,974	D	
Common Stock	12/08/2016		X		250,000	A	\$ 9.07
Common Stock	12/08/2016		D ⁽²⁾		160,360	D	\$ 14.14
					2,709,546	I	

By Icarus Investment Corp. ⁽¹⁾
 By Icarus Investment Corp. ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Warrant (right to buy)	\$ 9.07	12/08/2016		X	250,000	12/28/2006 12/28/2016	Common Stock 250,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEZWIREK JASON 2300 YONGE STREET, SUITE 1710 TORONTO, A6 M4P 1E4	X	X		

Signatures

/s/ Jason
DeZwirek 12/09/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Filer is an officer of Icarus Investment Corp. ("Icarus") and disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (2) On December 8, 2016, Icarus exercised in full a warrant to purchase 250,000 shares of common stock of CECO Environmental Corp. ("CECO") for \$9.07 per share. Icarus paid the exercise price on a cashless basis pursuant to the terms of the warrant agreement governing the warrant, resulting in CECO's withholding of 160,360 of the warrant shares to pay the exercise price and issuing to Icarus the remaining 89,640 of the warrant shares. The payment of the exercise price of the warrant on a cashless basis was previously approved by the Compensation Committee of the Board of Directors of CECO for purposes of Rule 16b-3(e) under the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.